

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)
)
POWERTEL, INC.,)
)
Transferor,)
)
and)
)
DEUTSCHE TELEKOM AG,)
)
Transferee,)
)
Application for Consent to Transfer of Control.)

FCC/MELLY
SEP 18 2003

**APPLICATION TO TRANSFER CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION
AND NOTIFICATION OF AFFILIATIONS WITH FOREIGN CARRIERS**

Pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 63.18(e)(3) of the Commission's rules, 47 C.F.R. § 63.18(e)(3), Powertel, Inc. ("Powertel") and Deutsche Telekom AG ("DT") hereby request the Commission's consent to the transfer of control to DT of the international section 214 authorization held by Powertel. This transfer of control will cause Powertel to become affiliated with foreign carriers in which DT holds interests. Thus, pursuant to section 63.11 of the Commission's rules, 47 C.F.R. § 63.11, Powertel also hereby notifies the Commission of the new foreign carrier affiliations contemplated as a result of the merger.

This application is one of several applications being filed as a result of the proposed merger of DT and Powertel, and is being filed as an attachment to the main Application for Transfer of Control ("Main Application"). The Main Application contains a description of the

transaction and a demonstration that Commission approval of the proposed merger and this application will serve the public interest, convenience, and necessity.^{1/}

**TRANSFER OF CONTROL
INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to section 63.18 of the Commission's rules, 47 C.F.R. § 63.18, DT and Powertel submit the following information:

- (a) The name, address, and telephone number of the transferor are:

Powertel, Inc.
1239 O.G. Skinner Drive
West Point, GA 31833
(706) 645-2000.

The name, address, and telephone number of the transferee are:

Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
Germany
+49 228 181 0.

- (b) Powertel is a Delaware corporation headquartered in West Point, Georgia.

DT is a German corporation headquartered in Bonn, Germany.

- (c) Correspondence concerning this application should be sent to:

for Powertel:
Jill Dorsey
General Counsel
Powertel, Inc.
1239 O.G. Skinner Drive
West Point, GA 31833
(706) 645-2000.

^{1/} The applicants are filing other transfer of control applications simultaneously with this application. DT and VoiceStream Wireless Corporation are filing an application to transfer control of VoiceStream's section 214 authorizations to DT. VoiceStream and Powertel are also filing an application to transfer control of Powertel's section 214 authorization to VoiceStream; as explained in more detail in their application, that transaction will be consummated only if control of VoiceStream is not transferred to DT.

with a copy to:
Edward A. Yorkgitis, Jr
Kelley Drye & Warren L.L.P.
1200 Nineteenth Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

for DT:
Hans-Willi Hefekäuser
Senior Executive Vice President, Government Affairs
Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
Germany
+49 228 181 0.

with a copy to:
William T. Lake
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037-1420
(202) 663-6000

- (d) Powertel received authority pursuant to section 214 of the Communications Act to resell international switched communications services between the U.S. and all permissible points in File No. ITC-214-20000727-00441 (action taken Aug. 18, 2000).^{2/}

A DT subsidiary has previously received authority pursuant to section 214 of the Communications Act to provide international communications services. Deutsche Telekom, Inc. received authority to provide facilities-based service between the United States and Germany in File No. ITC-214-19991217-00788 (action taken Jan. 12, 2000), and resale services between the United States and Germany in File No. ITC-214-19991217-00789 (action taken Jan. 12, 2000). Deutsche Telekom, Inc. also received authority to operate as a facilities-based carrier and a resale carrier between the United States and all other locations except Croatia and Uzbekistan (for which it did not seek authorization) in File No. ITC-214-19991217-00787 (action taken Jan. 12, 2000).

- (e) The applicants are applying for authorization to transfer to DT control of the section 214 authorization currently held by Powertel. A narrative

^{2/} Powertel is filing today a letter notifying the Commission that its operating subsidiaries will provide service under their parent's authorization pursuant to section 63.21(i) of the Commission's rules.

description of the applicants and the transaction is provided in the Main Application.

- (f) No response required.
- (g) No response required.
- (h) DT is a stock corporation (an "Aktiengesellschaft") organized and existing under the laws of the Federal Republic of Germany, with its headquarters in Bonn. Its principal business is the provision of telecommunications and information services. DT's address is as follows:

Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
Germany.

There are two 10% or greater shareholders of DT. The Kreditanstalt für Wiederaufbau ("KfW") holds approximately 15% of DT's stock; on consummation of the merger, KfW will have approximately 11% of the stock. KfW is a corporation organized under the laws of Germany, and it is held 80% by the Federal Republic of Germany and 20% by the German state governments. Its principal business is development banking. Its address is as follows:

Kreditanstalt für Wiederaufbau
Palmgartenstrasse 5-9
60325 Frankfurt
Germany.

The Federal Republic of Germany currently holds approximately 43% of the stock of DT directly. Including KfW's interest, it is deemed to hold approximately 58% of DT. On consummation of the merger, the Federal Republic of Germany will hold approximately 33% of the stock directly. Including KfW's interest it will hold approximately 44% of DT.

A list of interlocking directorates is provided at Attachment A.

- (i) DT is a foreign carrier and is affiliated with foreign carriers in countries listed in Attachment B. DT certifies to the information in this paragraph.
- (j) DT seeks authority for Powertel to continue to provide international telecommunications services after the merger to all of the countries as to which it is currently authorized (except Croatia and Uzbekistan), including those countries listed in Attachment C. DT certifies to this information.
- (k) Every country listed in Attachment C is a member of the World Trade Organization.

- (l and m) For every country in which DT is affiliated with a foreign carrier and for which the parties request authority in this application (except for Germany, Hungary, and Slovakia), DT provides in Attachment D to this application the showing for nondominant regulatory treatment necessary to satisfy section 63.10(a)(3) of the Commission's rules. For Germany, Hungary, and Slovakia, all the authorized Powertel and DT carriers listed above in paragraph (d) consent to be regulated as dominant and will file the quarterly traffic reports required by section 43.61(c) of the Commission's rules.
- (n) Neither DT nor any of its affiliates has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) DT certifies pursuant to sections 1.2001-.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-.2003, that to the best of its knowledge neither DT nor any of its officers, directors, or 5% shareholders is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. DT is in the process of confirming this understanding with respect to such officers, directors, and shareholders and will amend its application promptly to report any necessary supplemental information.
- (p) DT does not request streamlined processing.

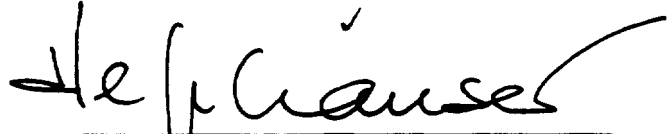
**POWERTEL'S NOTIFICATION OF FOREIGN AFFILIATION
INFORMATION REQUIRED BY SECTION 63.11**

- (a) Powertel hereby notifies the Commission that, as a result of the proposed merger, Powertel will be affiliated with the foreign carriers listed in Attachment B.
- (b) All of the countries listed in Attachment B are members of the World Trade Organization except Croatia, Russia, and Uzbekistan. Powertel currently has global resale authority as described above. Powertel certifies that this information is correct.
- (c) On consummation of the proposed merger of DT and Powertel, Powertel will not provide services solely by reselling services of unaffiliated U.S. carriers.
- (d) After the merger, Powertel will be directly or indirectly owned by DT. DT's ownership information is provided above.
- (e) Powertel certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carriers with respect to any U.S.

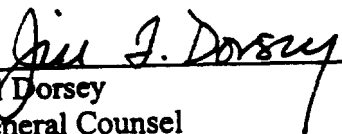
international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (f) Upon closing the merger, Powertel will surrender its authorization to provide service on the U.S.-Croatia and the U.S.-Uzbekistan routes, except to the extent that it applies for and obtains authority to provide such services under the Commission's rules. Furthermore, Powertel is willing to be classified as dominant on the U.S. routes serving Germany, Hungary, and Slovakia. On all other affiliated routes, Powertel requests nondominant treatment for the reasons given in Attachment D.
- (g) Powertel certifies pursuant to section 1.2001-.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-.2003, that neither Powertel nor any of its officers, directors, or 5% shareholders is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Hefekäuser', with a long horizontal stroke extending to the right.

Hans-Willi Hefekäuser
Senior Executive Vice President
Government Affairs
Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
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September 18, 2000

Attachment A

Interlocking Directorates

The following members of Deutsche Telekom AG's Board of Management or Supervisory Board serve as officers or directors of the entities listed, all of which are subsidiaries of Deutsche Telekom AG^{1/}:

Dr. Ron Sommer - Member of the Board of Management

- Chairman of the Supervisory Board - T-Mobile International AG

Josef Brauner - Member of the Board of Management

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

Detlev Buchal - Member of the Board of Management

- Chairman of the Supervisory Board - DeTeLine Deutsche Telekom Kommunikationsnetze GmbH
- Chairman of the Supervisory Board - max.mobil.Telekommunikation Service GmbH
- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH
- Member of the Supervisory Board - SIRIS S.A.S.

Dr. Karl-Gerhard Eick - Member of the Board of Management

- Member of the Supervisory Board - T-Mobile International AG

Jeffrey A. Hedberg - Member of the Board of Management

- Member of the Supervisory Board - T-Mobile International AG
- Member of the Supervisory Board - One 2 One Personal Communications Ltd.
- Member of the Supervisory Board - SIRIS S.A.S.

Dr. Heinz Klinkhammer - Member of the Board of Management

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

Gerd Tenzer - Member of the Board of Management

- Member of the Supervisory Board - T-Mobile International AG

Rüdiger Schulze - Member of the Supervisory Board

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

^{1/} This information is accurate as of March 31, 2000. DT is in the process of surveying its current officers and directors and will update this information promptly if necessary.

No officers or directors of Powertel also serve as officers or directors of foreign carriers.

Attachment B

Countries and Carriers in Which Deutsche Telekom AG Possesses Affiliating Interests

<u>Austria:</u>	max.mobil.Tellekommunikation Service GmbH
<u>Belgium:</u>	Deutsche Telekom AG
<u>Canada:</u>	Deutsche Telekom (Canada) Inc.
<u>Croatia:</u>	Hrvatske Telekomunikacije d.d.
<u>Czech Republic:</u>	RadioMobil, Pragonet a.s.
<u>France:</u>	SIRIS S.A.S.
<u>Germany:</u>	Deutsche Telekom AG and its operating subsidiaries
<u>Hungary:</u>	MATÁV Magyar Távközlesi Rt., Westel 900 GSM Mobil, Westel Radiotelefon Kft.
<u>Indonesia:</u>	PT Satelit Palapa Indonesia
<u>Japan:</u>	Deutsche Telekom K.K., Deutsche Telekom Japan K.K.
<u>Netherlands:</u>	Deutsche Telekom AG
<u>Philippines:</u>	Isla Communications Co., Inc.
<u>Poland:</u>	Polska Telefonia Cyfrowa Sp.z.o.o.
<u>Russia:</u>	MTS CSJC Mobile TeleSystems gAG
<u>Slovakia:</u>	Slovak Telecom
<u>Switzerland:</u>	Multilink S.A., Deutsche Telekom AG
<u>United Kingdom:</u>	Deutsche Telekom Ltd., One 2 One Personal Communications Ltd., Virgin Mobile Telecoms Ltd., Deutsche Telekom AG, Eurobell (Holdings) PLC
<u>Uzbekistan:</u>	Chirkom

Attachment C

Countries for Which Authority Is Requested and in Which Deutsche Telekom AG Is, Controls, or Is Deemed To Control a Foreign Carrier

<u>Austria:</u>	max.mobil.Tellekommunikation Service GmbH
<u>Belgium:</u>	Deutsche Telekom AG
<u>Canada:</u>	Deutsche Telekom (Canada) Inc.
<u>Czech Republic:</u>	RadioMobil, Pragonet a.s.
<u>France:</u>	SIRIS S.A.S.
<u>Germany:</u>	Deutsche Telekom AG and operating subsidiaries
<u>Hungary:</u>	MATÁV Magyar Távközlesi Rt., Westel 900 GSM Mobil, Westel Radiotelefon Kft.
<u>Japan:</u>	Deutsche Telekom K.K., Deutsche Telekom Japan K.K.
<u>Netherlands:</u>	Deutsche Telekom AG
<u>Philippines:</u>	Isla Communications Co., Inc.
<u>Slovakia:</u>	Slovak Telecom
<u>Switzerland:</u>	Multilink S.A., Deutsche Telekom AG
<u>United Kingdom:</u>	Deutsche Telekom Ltd., One 2 One Personal Communications Ltd., Virgin Mobile Telecoms Ltd., Deutsche Telekom AG, Eurobell (Holdings) PLC

Attachment D

Deutsche Telekom Foreign Affiliations and Regulatory Treatment for Countries Where Authority Is Requested

Deutsche Telekom is affiliated with foreign carriers in the following countries for which authority is requested in this application:

Austria	Hungary	Russia
Belgium	Indonesia	Slovakia
Canada	Japan	Switzerland
Czech Republic	Netherlands	United Kingdom.
France	Philippines	
Germany	Poland	

For service to Germany, Hungary, and Slovakia, the parties will accept dominant carrier treatment, including filing quarterly traffic reports as required by section 43.61(c) of the Commission's rules. On all other routes, the parties should qualify for a presumption of nondominant treatment under section 63.10(a)(3) of the Commission's rules for the following reasons:

Austria: DT indirectly owns 100% of max.mobil.Telekommunikation Service GmbH ("max.mobil"), a mobile service provider in Austria. At year end 1999, the market share of max.mobil in the GSM market in Austria was approximately 38%. max.mobil also provides fixed line voice and data services on a resale basis to business customers in Austria. max.mobil has only recently entered this market, and its share of these markets is estimated to be less than 1%.

Belgium: DT itself is authorized to provide data services in Belgium using the name "T-Carrier Bandwidth." It is not currently providing any services.

Canada: Deutsche Telekom (Canada) Inc. ("DT Canada") is a wholly owned indirect subsidiary of DT. DT Canada holds an international resale license in Canada. DT Canada is a start-up company, and its market share is estimated to be negligible.

Czech Republic: Under the Commission's ownership attribution rules, DT is deemed to hold a 61% interest in RadioMobil, a mobile service provider in the Czech Republic. RadioMobil

provides a variety of mobile services on a nationwide basis including voice, data, and enhanced services. Its share of the mobile services market in the Czech Republic is approximately 43%.

DT also holds 51% of Pragonet a.s., a telecommunications company providing data services and leased lines to business customers in Prague. Its share of the market for these services is estimated to be less than 2%.

France: DT purchased SIRIS S.A.S. ("SIRIS") in November 1999. SIRIS is the second largest alternative telecommunications operator in France, providing voice, data, and IP services on its own nationwide network. SIRIS's share of the telecommunications market in France is estimated to be approximately 2%.

Indonesia: PT Satelit Palapa Indonesia ("Satelindo") is a joint venture in which DT indirectly holds a 25% ownership share. Satelindo provides mobile, satellite, and international gateway facilities in Indonesia. Its share of the market for GSM services is estimated to be 37%, and its share of the market for international services is estimated to be 17%.

Japan: Deutsche Telekom K.K. is a wholly owned subsidiary of DT. As the holder of a Type II license in Japan, Deutsche Telekom K.K. is a reseller providing a variety of communications services including international leased line services and corporate network services. Its share of these markets is estimated to be negligible.

DT owns 100% of Deutsche Telekom Japan K.K. Deutsche Telekom Japan K.K. provides international voice and data services, international leased lines, and GSM mobile rental service. Its share of the markets for these services is estimated to be less than 1%.

Netherlands: DT itself is authorized to provide telecommunications services in the Netherlands. It is not currently providing any services.

Philippines: Under the Commission's ownership attribution rules, DT is deemed to own 50% of Isla Communications Co., Inc. ("Islacom"), a full service provider in the Philippines. Islacom's share of the mobile communications market is estimated to be 7%; its share of the market for local access is estimated to be 5%; and its share of the market for international transport is estimated to be 2%.

Poland: DT indirectly owns a 45% ownership interest in Polska Telefonia Cyfrowa Sp.z.o.o. ("PTC"), a mobile service provider in Poland. PTC provides various mobile telephony services in Poland on a nationwide basis. At year end 1999, PTC's share of the mobile services market in Poland was approximately 45%.

Russia: MTS CSJC Mobile TeleSystems gAG ("MTS") is a mobile services provider in Russia in which DT holds a 46% ownership interest indirectly. MTS's share of the total mobile services market in Russia is approximately 30%.

Switzerland: DT owns 100% of MultiLink SA ("MultiLink"), an alternative infrastructure provider in Switzerland. MultiLink is in the start-up phase, and its share of the fixed voice and data market in Switzerland is estimated to be under 1%.

DT itself is also authorized to provide a full range of services in Switzerland. Its Swiss market share is estimated to be negligible.

United Kingdom: Deutsche Telekom Ltd is a wholly owned subsidiary of DT that resells leased lines. Its market share is estimated to be negligible.

DT also owns One 2 One Personal Communications Ltd. ("One 2 One"), which provides mobile communications services in the UK. At year end 1999, One 2 One's share of the UK mobile service market was approximately 17%.

DT also owns 50% of Virgin Mobile Telecoms Ltd. ("Virgin"), which provides mobile communications services in the UK. Virgin's market share for mobile services is estimated to be less than 1%.

DT itself is authorized to provide international simple resale voice services in the UK. Its market share is estimated to be negligible.

DT also holds 100% of Eurobell (Holdings) PLC, which, through subsidiaries, provides cable services, voice services, and carrier services. Its share of the market for these services is estimated to be 2% or less.